

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
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FOURTH SUPPLEMENTAL ORDER UNDER 11 U.S.C. § 331  
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("FOURTH SUPPLEMENTAL INTERIM COMPENSATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),<sup>1</sup> of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order under section 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals and the appointment of a fee committee and establishing a protocol regarding the fee committee, its composition, mandate, and procedures in accordance with the Fee Committee And Fee Procedures Protocol (the "Fee Protocol"); and this Court having entered an order on November 4, 2005 (Docket No. 869) granting certain of the relief requested in the Motion (the "Initial Order"); and this Court having entered supplemental orders on March 8, 2006 and March 28, 2006 (the

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion For Administrative Order Under 11 U.S.C. § 331 (I) Establishing Procedure For Interim Compensation And Reimbursement Of Expenses Of Professionals And (II) Setting A Final Hearing Thereon (the "Interim Compensation Motion") (Docket No. 11).

"Supplemental Orders") (Docket Nos. 2747 and 2986) amending paragraphs 1(j) and 10 of the Initial Order regarding the deadlines for filing monthly compensation packages and interim and final fee applications; and this Court having entered on May 5, 2006 (Docket No. 3630) a third supplemental order approving the Fee Protocol and establishing July 19, 2006 as the hearing date to consider approval of the first applications for interim or final court approval (the "Third Supplemental Order"); and upon the request of the Joint Fee Review Committee that the hearing to consider approval of the first application for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ended January 31, 2006 scheduled for July 19, 2006 be rescheduled for October 19, 2006; and upon recommendation of the Joint Fee Review Committee that the Debtors be authorized and directed to release one-half of the holdback amount of certain of the professional fees held back and retained by the Debtors for all periods ended through May 31, 2006; and this Court having determined that the relief granted herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and the office of the United States Trustee having consented to the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

The Initial Order, the Supplemental Orders, and the Third Supplemental Order shall continue in full force and effect except as follows:

1. The hearing to consider approval of the first applications for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ended January 31, 2006 (the "First Interim Fee Applications") scheduled for the omnibus hearing date of July 19, 2006 at 10:00 a.m. (Prevailing Eastern Time) shall be rescheduled to the omnibus hearing date of October 19, 2006 at 10:00 a.m. (Prevailing Eastern Time) to be

considered with the second applications for interim or final court approval and allowance of compensation and reimbursement of expenses for the period ended May 31, 2006 (the "Second Interim Fee Applications") at that hearing. A list of court-approved professionals retained in these chapter 11 cases who have filed First Interim Fee Applications is attached hereto as Exhibit A.

2. As provided in paragraph 13 of the Supplemental Order Under 11 U.S.C. Sections 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered March 17, 2006 (Docket No. 2883), any objection to either the First Interim Fee Applications or the Second Interim Fee Applications shall be filed on or before October 12, 2006 at 4:00 p.m. (Prevailing Eastern Time).

3. The Debtors are authorized and directed to release one-half of the holdback amount of professional fees held back and retained by the Debtors for all periods ended on or before May 31, 2006.

Dated: New York, New York  
July 12, 2006

/s/ ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE